



ANTHONY J. BARTON  
ASSISTANT VICE PRESIDENT - FINANCE

**TTX COMPANY**

101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223

DIRECT LINE (312) 984-3824  
FAX (312) 984-3855

March 27, 2006

**VIA FEDERAL EXPRESS**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20006

RECORDATION NO. 26264 FILED

MAR 28 '06

**4-39 PM**

**SURFACE TRANSPORTATION BOARD**



Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Railcar Manufacturing Agreement dated as of March 16, 2006.

This Agreement is a primary document.

Parties to this transaction are as follows:

Buyer: TTX Company (Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

Seller: Trinity North American Freight Car, Inc. (Manufacturer)  
2525 Stemmons Freeway  
Dallas, Texas 75207

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
66' Gondola Car 110T Plate B	GB	100	GNTX	297400-297499

Mr. Vernon A. Williams  
Page Two  
March 27, 2006

Enclosed is our check in the amount of \$33.00 to cover filing fees.

There are no prior recordations pertaining to this Agreement.

A short summary of this Agreement to appear in the Index is as follows:

"Memorandum of Railcar Manufacturing Agreement covering 100, 66' 110-ton fixed end Gondola Cars; GNTX, numbered 297400-297499."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in cursive script, reading "Anthony J. Sartor", followed by a horizontal line extending to the right.

Enclosures

k:\trere\letters\filings\willimtrin0306.doc

MAR 28 '06

4-39 PM

**MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT**  
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of March 16, 2006, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Trinity North American Freight Car, Inc., a Delaware corporation, with an address at 2525 Stemmons Freeway, Dallas, Texas 75207 (the "Manufacturer" and, together with the Purchaser, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of March 16, 2006 (the "Agreement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the equipment listed on Schedule 1 hereto (the "Equipment").

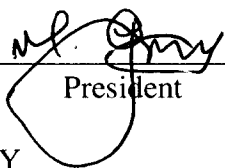
WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

TRINITY NORTH AMERICAN FREIGHT CAR, INC.

By:   
President

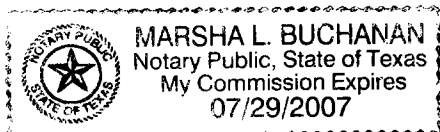
TTX COMPANY

By:   
Vice President and Chief Financial Officer

STATE OF TEXAS )  
 )SS:  
COUNTY OF DALLAS )

On this 23 day of March, 2006, before me personally appears M. Graham, to me personally known, who by me duly sworn, says that he is M. Graham of Trinity North American Freight Car, Inc. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Martha A. Bushanan  
Notary Public

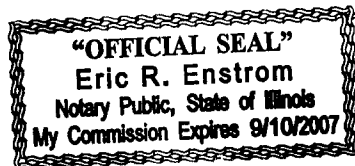
(SEAL)

My Commission expires:

[illegible]

On this 27<sup>th</sup> day of March, 2006 before me personally appears Kathleen M. Savard, to me personally known, who by me duly sworn, says that she is the Vice President and Chief Financial Officer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Eric R. Emerton  
Notary Public

(SEAL)

My Commission expires:

**SCHEDULE 1  
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT  
DATED MARCH 16, 2006**

**TTX Contract T-4005-P  
TRINITY Lot# 3080**

**EQUIPMENT**

100 GNTX Cars marked 297400 through 297499 (both inclusive).